

THE SHAW SOCIETY

CONSTITUTION

adopted at the Annual General Meeting on the 26th September 2020

PART 1

1. Application of this constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution. This constitution replaces the existing constitution of the association. Notwithstanding any other provision of this constitution, references in this constitution to acts, matters or things involving or otherwise relating to the Commission (as defined below) shall be disapplied and be of no operative effect unless and until the Society (as defined below) is registered as a charity with the Commission.

2. Name

The association's name is "THE SHAW SOCIETY" (and in this constitution is referred to as the "Society").

3. Objects

The objects of the Society are:

(1) To advance public education and appreciation of the British theatre through the plays, writings and ideas of George Bernard Shaw ("GBS") and his contemporaries.

(2) To provide opportunities to study, discuss and enjoy the works of GBS and his contemporaries through public performances, readings, films, lectures, talks and articles in the press and the Society's journal "The Shavian".

(3) To establish and maintain contact with public educational institutions in the United Kingdom, the United States of America and elsewhere to exchange information about GBS and his contemporaries.

(4) To encourage the pursuit of Shaw's themes and ideas through awards and bursaries open to the public.

(5) To undertake research, and publish the results of it, for the purpose of advancing public education as referred to in (1) above.

(6) To promote a wider and better understanding of GBS's life and work and to provide (in his own words) a "rallying point for the co-operation and education of kindred spirits and a forum for their irreconcilable controversies".

4. Application of income and property

(1) Promotion of objects

The income and property of the Society shall be applied solely towards the promotion of its objects.

(2) Reimbursement of expenses

A Trustee is entitled to be reimbursed from the property of the Society in respect of reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(3) Trustee indemnity insurance

A Trustee may benefit from trustee indemnity insurance purchased by the Society in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(4) No dividends etc. to members

None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member of the Society who is not also a Trustee from receiving:

- (a) a benefit from the Society in the capacity of a member of the Society; or
- (b) reasonable and proper charges or remuneration for any goods or services supplied by the member to the Society.

5. Benefits and payments to Trustees and connected persons

(1) General

A Trustee or connected person may not:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public; or
- (b) sell goods, services or any interest in land to the Society; or
- (c) be employed by, or receive any remuneration from, the Society; or
- (d) receive any other financial benefit from the Society,

Unless the same is permitted by paragraph (2) of this Rule 5, or authorised by the court or the Charity Commission (the "Commission"). In this paragraph, "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees' and connected persons' permitted benefits

- (a) A Trustee or connected person may receive a benefit from the Society in the capacity of a member of the Society provided that a majority of the trustees do not benefit in this way..
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods supplied in connection with the supply of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to paragraph (3) of this rule 5 below a Trustee or connected person may supply the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or connected person
- (d) A Trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease are reasonable and proper. The Trustee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion. .

(f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Society and the Trustees may only rely upon the authority provided by sub-paragraph (c) of paragraph (2)(c) of this Rule 5 if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the Trustee or connected person supplying the goods (the “supplier”) containing the terms on which the supplier is to supply the goods to or on behalf of the Society.

(b) The amount or maximum amount of the payment for the supply of the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not the Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with the Trustee or connected person against the disadvantages of doing so.

(d) The Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society .

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not at that time in receipt of remuneration or payments authorised by this Rule 5.

(4) Interpretation

In paragraphs (2) and (3) of this Rule 5:

(a) ‘Society’ includes any company in which the Society

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more persons to the board of directors of the company.

(b) “connected person” has the meaning set out in Rule 37.

6. Dissolution

(1) If the members of the Society resolve to dissolve the Society, the Trustees shall, notwithstanding any other provision of the Rules but subject always to Rule 23, remain in office as charity trustees until the dissolution of the Society and be responsible for winding up the affairs of the Society in accordance with this Rule 6.

(2) The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

(3) The Trustees must apply any remaining assets:

(a) directly for the objects of the Society; and/or

(b) by transfer to any charity or charities having objects the same as or similar to those of the Society; and/or

(c) in such other manner as the Commission may approve in writing in advance.

(4) The members of the Society may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to apply the remaining assets of the Society and the Trustees must comply with the resolution if it is consistent with paragraph (3) of this Rule 6.

(5) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity).

(6) The Trustees must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send to the Commission the Society's accounts for the accounting period of the Society which ended before its dissolution, they must send the Commission the Society's final accounts.

7. Amendment of constitution

(1) The members of the Society may amend any provision contained in Part 1 of this constitution provided that:

(a) no amendment may be made that would have the effect of making the Society cease to be a charity in law;

(b) no amendment may be made to alter the objects of the Society which would undermine or work against the previous objects of the Society;

(c) no amendment may be made to Rules 3, 4, 5 or 6 without the prior written consent of the Commission; and

(d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two-thirds of the members of the Society present and voting at a general meeting or voting by ballot in accordance with Rule 16.

(2) The members of the Society may amend any provision contained in Part 2 of this constitution by resolution passed by a simple majority of the members of the Society present and voting at a general meeting or voting by ballot in accordance with Rule 16.

(3) The Trustees must send to the Commission a copy of any resolution amending this constitution within twenty one days of it being passed.

PART 2

8. Membership

(1) Membership of the Society shall be open to individuals and to organisations, in each case who in the opinion of the Trustees support the objects of the Society and who are approved by the Trustees.

(2) The Trustees may reject an application for membership of the Society if, in their opinion, the applicant does not support the objects of the Society or his or her or its membership would not be in the best interests of the Society.

(3) Membership of the Society is not transferable.

(4) The Trustees must keep a register of names and addresses of the members of the Society which, subject to applicable laws of data protection, must be made available to any member upon request.

(5) (a) The Executive Committee may elect any individual to be an honorary member of the Society for such period as the Executive Committee decides where the Executive Committee is of the opinion that the individual has given outstanding service to the Society or has conspicuously furthered its objects.

(b) The number of honorary members may not exceed 50 at any one time.

(c) Honorary members shall become honorary members upon election and shall enjoy all the rights and privileges of membership, but shall be exempt from paying the annual subscription for membership.

9. Termination of membership

Membership of the Society terminates if:

(a) the member dies or, if it is an organisation, ceases to exist;

(b) the member resigns by written notice to the Society unless, after the resignation, there would be fewer than two members; or

(c) any sum due from the member to the Society is not paid in full within four months of it falling due; or

(d) the Trustees resolve that the member has brought the Society into disrepute or that it is in the best interests of the Society that the membership is terminated. Such a resolution to terminate the membership may only be passed if:

(i) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reason why it is to be proposed; and

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

10. Subscriptions

(1) The rates of subscription for membership shall be determined each year by the members of the Society at the annual general meeting of the Society and shall apply from the first day of the next calendar year.

(2) Each member of the Society, unless an honorary member, agrees to pay the applicable subscription when due and payable.

11. General meetings

(1) The Trustees must convene an annual general meeting not later than 30 July of each year.

(2) All general meetings other than annual general meetings shall be called special general meetings.

(3) The Trustees may convene a special general meeting at any time.

(4) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership of the Society, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail, within 28 days of receiving the request, to give notice convening the meeting, the requisitioning members may proceed to convene the special general meeting in accordance with the provisions of this constitution.

12. Notice of general meetings

(1) The minimum period of notice required to convene any general meeting of the Society shall be 28 clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members of the Society entitled to attend and vote at the general meeting.

(3) The notice must specify the date, time and place of the meeting and the business to be transacted. If the meeting is the annual general meeting, the notice must state so and specify that the business to be transacted shall include:

(a) receipt of the annual report of the Chair of the Society;

(b) receipt of the Treasurer's report on the Society's audited/examined accounts for the immediately preceding financial year and adoption of those accounts;

(c) receipt of the recommendation of the Executive Committee in respect of membership subscription rates, and determination of those rates under Rule 10;

(d) Election of the Chair, Vice-Chair, Secretary and Treasurer;

(e) election of the other Trustees in accordance with Rule 21;

(f) appointment of the auditors/independent examiner of the Society for the current financial year;

(g) if applicable, other business (the general nature of which shall be specified) which the Executive Committee has resolved should be transacted at the annual general meeting; and

(h) if applicable, other business (the general nature of which shall be specified) notified to the Chair of the Society in writing by at least five members of the Society at least 40 days prior to date of the annual general meeting.

(4) Subject to Rules 26(1) and 34, no business may be transacted at a general meeting of which due notice has not been given in accordance with this Rule 12.

(5) The Executive Committee may resolve that a resolution proposed to be put to a general meeting should instead be the subject of a ballot of the membership of the Society, in which case paragraph (4) of Rule 16 shall mutatis mutandis apply in respect of that resolution.

(6) The notice of meeting must, subject to Rule 34(3), be given to all members.

13. Quorum of general meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) Subject to paragraph (6) of this Rule 13, a quorum is 5 members.

(3) The authorised representative of a member organisation present at a meeting shall be counted in the quorum.

(4) If:

(a) a quorum is not present within 30 minutes of the time appointed for the meeting; or

(b) during the meeting a quorum ceases permanently to be present,

the meeting shall be adjourned to such date, time and place as the chair of the meeting shall determine, save that, in the case of a meeting convened under Rule 11(4), the meeting shall not be adjourned but shall be terminated.

(5) The Trustees must re-convene the adjourned meeting by giving at least 14 clear days' notice of the date, time and place of the meeting.

(6) If the quorum specified in paragraph (2) of this Rule 13 is not present at the re-convened meeting within 15 minutes of the time appointed for the meeting, two members present (or, in the case of a member organisation, whose authorised representative is present) shall constitute the quorum for that meeting.

14. Chair of general meetings

(1) General meetings shall be chaired by the Chair of the Society or by such other Trustee or member of the Society as has been nominated by the Chair.

(2) If the chair specified under paragraph (1) of this Rule 14 is not present within 15 minutes of the time appointed for the meeting, subject to paragraph (3) of this Rule 14, a Trustee or other member of the Society nominated by the Trustees present at the meeting shall chair the meeting.

(3) If there is only one Trustee present at the meeting, he or she shall chair the meeting.

(4) If no Trustee is present within 15 minutes after the time appointed for the meeting, the members present may elect one of their number to chair the meeting.

15. Adjournment of general meetings

(1) The chair of a general meeting may decide, in his or her discretion, that the meeting shall be adjourned.

(2) The chair shall determine the date, time and place at which the meeting is to be re-convened.

(3) No business shall be transacted at an adjourned meeting unless it could have been transacted at the original meeting.

16. Votes and resolutions at general meeting, and membership ballots

(1) Each member shall have one vote but, if there is an equality of votes, the chair of the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) Unless a special majority is required for it under any provision of this constitution, a resolution shall be passed at a general meeting by a simple majority of the members present and voting on the resolution.

(3) The chair of the meeting may refer any resolution passed at a general meeting to the Executive Committee to enable the Executive Committee to decide whether the resolution should be the subject of a postal ballot of the whole membership of the Society.

(4) If the Executive Committee decides that the resolution should be the subject of such a ballot, the Executive Committee shall organise the ballot as soon as reasonably practicable.

(5) A resolution passed at a general meeting which is referred to the Executive Committee under paragraph (3) of this Rule 16 shall not take effect (if at all) until the earlier of:

(a) a decision of the Executive Committee not to make the resolution the subject of a ballot; or

(b) the approval of the resolution by a majority of the membership of the Society corresponding to the majority required to pass the resolution at the general meeting.

(6) A resolution which has not been put to a general meeting but which has, in accordance with Rule 12(5), been passed by a ballot under paragraph (4) of this Rule 16 shall take effect upon the Chair of the Society certifying in writing, in accordance with this Rule 16, that it has been passed.

(7) The result of a ballot under paragraph (4) or paragraph (6) of this Rule 16 or any decision taken under paragraph (5)(a) of this Rule 16 shall be promptly notified by the Trustees to the members of the Society.

17. Representatives of member organisations

(1) Any organisation that is a member of the Society must appoint an individual to act as its authorised representative at any general meeting of the Society and for the purposes of all dealings with the Society.

(2) The organisation must give written notice to the Society of the name and address of its authorised representative. The authorised representative shall not be entitled to represent the organisation at any general meeting unless and until the notice has been received by the Society. The Society shall be entitled to treat the authorised representative as the member organisation's duly appointed authorised representative until written notice to the contrary is received from the member organisation by the Society.

(3) Any notice given to the Society will be conclusive evidence that the appointee is duly authorised to represent the member organisation or that his or her authority has been revoked. The Society shall not be required to enquire whether the authorised representative has been properly appointed by the member organisation.

18. Trustees and the Executive Committee

(1) The Society and its property shall be managed and administered by a committee of the Trustees, known as the "Executive Committee", comprising the Officers and other members of the Executive Committee elected or appointed in accordance with this constitution. The Officers and other members of the Executive Committee shall be the trustees of the Society and in this constitution are called the "Trustees".

(2) A Trustee must be a member of the Society or the authorised representative of an organisation that is a member of the Society.

(3) No one may be appointed a Trustee if he or she would be disqualified under the provisions of Rule 23.

(4) The number of Trustees shall be no fewer than four and (unless otherwise determined by a resolution of the members of the Society in general meeting) shall be no more than 20.

(5) A Trustee may not appoint another person to act on his or her behalf at a meeting of the Trustees.

(6) The following shall be the members of the Executive Committee:

(a) the Chair of the Society;

(b) the Vice-Chair of the Society (if any);

(c) the Treasurer;

(d) the Secretary,

(the persons in (a) – (d) being together referred to in this constitution as the “Officers”),

(e) those members of the Society who are elected to membership of the Executive Committee in accordance with Rule 21(1),

(the persons in (e) being together referred to in this constitution as the “Elected Executive Committee Members”); and

(f) those members of the Society who are appointed to membership of the Executive Committee in accordance with Rule 21(2),

(the persons in (f) being together referred to in this constitution as the “Appointed Executive Committee Members

(7) No person may serve at the same time as an Officer of the Society in more than one of capacities specified in (a) - (f) of paragraph (6) of this Rule 18.

19. Chair of the Society and other Officers

(1) The Chair of the Society shall have such executive functions and duties, with respect to the operation of the Society, as are decided by the Executive Committee from time to time, and shall, subject to Rule 24, chair meetings of the Executive Committee.

(2) The Treasurer shall have overall responsibility for the financial affairs of the Society, including receipt of its subscriptions and gifts, management of its funds and investments, operation of its bank accounts and dealings with HM Revenue & Customs, and shall prepare an annual budget for approval by the Executive Committee and shall prepare the annual accounts and procure the auditing/ examination of them by the Society’s auditors/examiners. The Treasurer shall have such other duties, with respect to the financial affairs of the Society, as are decided by the Executive Committee from time to time.

(3) Unless otherwise agreed from time to time by the Chair of the Society, the Secretary shall prepare the minutes of all meetings of the Society and all meetings of the Executive Committee and, if so instructed by the Chair of the Society or the Executive Committee, shall procure the due giving of notice of all such meetings, shall have overall responsibility for the records of the Society including the documents referred to in Rule 28, and shall supervise the Society’s archivist. The Secretary shall

have such other duties, with respect to the administration of the Society and its proceedings and records, as are decided by the Executive Committee from time to time.

20. Appointment of President and one or more Vice-Presidents

- (1) The Executive Committee may from time to time appoint a member of the Society to be the President of, or a Vice-President of, the Society.
- (2) The position of President or Vice-President shall be an honorary one and the holder of it shall not be a Trustee.
- (3) The terms and duration of each such appointment shall be as determined by the Executive Committee, save that the appointment shall terminate if it is not ratified at the next annual general meeting of the Society.

21. Election and appointment of Trustees

- (1) The members of the Society shall elect the Officers and the Elected Executive Committee Members at the annual general meeting.
- (2) The Trustees may appoint any person to be an Appointed Executive Committee Member at any time.
- (3) Each of the Officers shall retire with effect from the conclusion of the annual general meeting next after his or her election but shall be eligible for re-election as an Officer at the annual general meeting.
- (4) No person may be elected as an Officer or a Trustee at any annual general meeting unless, at least 30 days prior to the date of the annual general meeting, the Society has received a notice that:
 - (a) is signed by a member of the Society entitled to vote at the meeting; and
 - (b) states the member's intention to propose the election of that person; and
 - (c) is signed by that person by way of acknowledgment of his or her willingness to be elected.
- (5) The election or appointment of a Trustee must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
- (6) The terms of office of the Trustees shall be as follows:
 - (a) the Officers : one year
 - (b) the Elected Executive Committee Members : one year
 - (c) the Appointed Executive Committee Members : until the next annual general meeting after their appointment.
- (7) The adoption of this constitution shall not affect:
 - (a) the continuation in office of any Officer or the continuation of any individual's membership of the Executive Committee who has not completed his or her term of office or membership as at the date of such adoption; or
 - (b) the continuation of the existing appointment of the President or any Vice-President in accordance with their original terms of appointment.

22. Powers of Trustees

(1) The Trustees shall manage the business and property of the Society and have the following powers in order to further the Society's objects (but not for any other purpose):

(a) to provide facilities for lectures, seminars and other facilities either in schools, colleges or other institutions of higher education, or to the public generally;

(b) to make available data on sources of information to those engaged in academic research or to the public generally;

(c) to pay rent of a web site or any other costs of the means of electronically transferring educational material to those in search of it;

(d) to mount exhibitions and conferences, and to assist in mounting exhibitions and conferences, dedicated to the work of GBS, his contemporaries or others who contributed to the theatre of his time;

(e) to undertake research and publish the useful results of any research;

(f) to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any applicable regulations;

(g) to buy, take on lease or in exchange, hire or otherwise acquire any property or right of any kind whatsoever, and (as applicable) to maintain and equip it for use;

(h) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In doing so, the Trustees must comply (as appropriate) with sections 117 and 119 of the Charities Act 2011;

(i) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. In doing so, the Trustees must comply (as appropriate) with sections 124 to 127 of the Charities Act 2011;

(j) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, papers, books, reports, periodicals, pamphlets and other documents;

(k) to co-operate with other charities, voluntary bodies, government departments and statutory authorities, to exchange information and advice with them and to bring together in conference their representatives;

(l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Society's objects;

(m) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Society's objects;

(n) to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;

(o) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;

(p) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and

(q) to do all such other lawful things as are necessary for the achievement of the Society's objects.

(2) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

(3) No amendment of this constitution or any resolution of the members of the Society or of the Executive Committee shall have retrospective effect to invalidate any prior act of Trustee or the Executive Committee or any Sub-Committee or the members of the Society.

23. Removal of Trustees

A Trustee shall cease to hold office if he or she:

(a) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011; or

(b) ceases to be a member of the Society; or

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

(d) resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(e) is absent without the permission of the Chair of the Society from three consecutive meetings of the Executive Committee and the Executive Committee resolves that his or her office be vacated.

24. Proceedings of Trustees

(1) The members of the Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution and applicable bye-laws, and the requirement that at least four meetings of the Executive Committee be held in each year.

(2) Any Trustee may convene a meeting of the Executive Committee.

(3) The Secretary must convene a meeting of the Executive Committee if requested to do so by a Trustee.

(4) Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes of those present.

(5) In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting unless a quorum is present at the time when the decision is purported to be made.

(7) The quorum shall be the Chair of the Society plus either four or the number nearest to one-quarter of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.

(8) A Trustee shall not be counted in the quorum in respect of any decision on which that Trustee is not entitled to vote.

(9) If present, the Chair of the Society shall act as chair of each meeting of the Executive Committee. If the Chair of the Society is not present, the person present who has the longest aggregate service as a member of the Executive Committee shall act as chair of the meeting, unless the Executive Committee resolves to appoint another member of the Executive Committee to act as chair of the meeting.

(10) The person appointed to chair meetings of the Executive Committee shall in that capacity have no functions or powers except those conferred by this constitution or delegated to him or her by the Executive Committee.

(11) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall, in the absence of a meeting, be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

(12) The Executive Committee shall have power at any time to appoint any member of the Society to fill a vacancy created (i) in the office of the Chair of the Society, the Vice-Chair of the Society, the Treasurer or the Secretary or (ii) in the position of an Elected Executive Committee Member, provided that such appointed member shall only hold that office or position until the next annual general meeting of the Society.

(13) The Executive Committee shall also have power at any time to appoint up to three members of the Society as Appointed Executive Committee Members for the purposes of Rule 18(6)(f). A member appointed under this paragraph (13) shall not be eligible to be appointed a second time under this paragraph (13).

(14) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling the vacant office of a Trustee or of calling a general meeting.

25. Conflicts of interests and conflicts of duties

A Trustee must:

(a) declare to the Executive Committee the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement already entered into by the Society in respect of which he or she has not previously made such a declaration; and

(b) absent himself or herself from any discussions of the Trustees on any matter in respect of which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest), and a

Trustee absenting himself or herself from any discussions in accordance with this Rule 25 must not vote or be counted as part of the quorum with respect to any decision of the Trustees relating to the matter.

26. Saving provisions

(1) No decision of the Trustees, the Executive Committee or any Sub-Committee or the Society in general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member

or by reason of any procedural irregularity at the meeting, unless in each case the failure or defect has materially prejudiced the members of the Society.

(2) Subject to paragraph (3) of this Rule 26, all decisions of the Trustees, the Executive Committee and any Sub-Committee shall be valid notwithstanding the participation in the decision of a Trustee who:

(a) was disqualified from holding office; or

(b) had resigned or who had been obliged by this constitution to vacate office; or

(c) was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision was made by a majority of the Trustees at a quorate meeting of the Executive Committee or (as the case may be) a majority of the members at a quorate meeting of the relevant Sub-Committee.

(3) Paragraph (2) of this Rule 26 does not entitle a Trustee to keep any benefit that may be conferred upon him or her by a decision of the Trustees, the Executive Committee or any Sub-Committee if, but for paragraph (2) of this Rule 26, the decision would have been invalid, or if the Trustee has not complied with Rule 25.

27. Delegation

(1) The Trustees may delegate any of the powers of the Executive Committee and functions to a subcommittee comprising no fewer than three members of the Society (each a "Sub-Committee"), and the terms and conditions of any such delegation must be set out in the relevant bye-laws or in the minute book. The membership of a Sub-Committee must comprise at least three Trustees.

(2) The Trustees may impose conditions when so delegating, including (without limitation) the condition that:

(a) the relevant powers are to be exercised exclusively by the Sub-Committee to whom they are delegated; and

(b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees,

and such conditions shall be recorded in the bye-laws applicable to the relevant Sub-Committee or in the minute book, as the case may be.

(3) The members of a Sub-Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution, the conditions of the delegation to them and the applicable bye-laws.

(4) The Trustees may revoke or alter a delegation.

(5) The identity of the membership of each Sub-Committee from time to time, and all acts and proceedings of such Sub-Committee must be reported to the Executive Committee.

(6) In addition to the power to delegate to Sub-Committees, the Trustees may:

(a) appoint one or more members of the Society to represent the Society on forums, committees or working groups (by whatever name called) involving third parties; and

(b) appoint one or more members of the Society to internal working groups (by whatever name called) to undertake specific tasks or projects for the benefit of the Society.

28. Minutes

The Trustees shall procure that the Society keeps minutes of all:

- (a) elections and appointments of Trustees;
- (b) proceedings of general meetings; and
- (c) meetings of the Executive Committee and Sub-Committees including:
 - (i) the names of the persons present at the meeting;
 - (ii) the decisions made at the meeting; and
 - (iii) where appropriate, the reasons for the decisions.

29. Accounts, annual report, annual return

(1) The Trustees shall comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual accounts of the Society;
- (c) the sending of the accounts to the Commission;
- (d) the preparation of an annual report and its being sent to the Commission; and
- (e) the preparation of an annual return and its being sent to the Commission.

(2) The annual accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a statement prepared by another body.

30. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

31. Property

(1) The Trustees must ensure that the title to:

(a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the Society

are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustees shall provide that they may act only in accordance with lawful directions of the Trustees and that, provided they do so, they will not be liable for the acts and defaults of the Trustees or of the members of the Society.

(3) The Trustees may remove and/or replace the holding trustees at any time.

32. Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

33. Operation of the bank accounts and control of expenditure

(1) All monies received by the Society, whether as gifts, subscriptions or otherwise, shall be paid into the relevant bank account established under Rule 22(1)(l).

(2) Any cheque drawn on, or transfer made from, any bank account of the Society must be signed or authorised (as the case may be) by the Treasurer and, where the amount exceeds £500 (or such other amount as may be specified by the Executive Committee from time to time), by another Trustee designated by the Executive Committee.

(3) The Treasurer must report to each meeting of the Executive Committee on each item of expenditure incurred since the date of the last meeting of the Executive Committee in excess of £250 (or such other amount as may be specified by the Executive Committee from time to time).

(4) (a) Expenditure of the Society specified in the annual budget of the Society referred to in Rule 19(2) which has been approved by the Executive Committee may be incurred by the relevant Officer or Sub-Committee without further approval of the Executive Committee.

(b) Proposed expenditure of the Society which has not been approved by the Executive Committee (in the annual budget or otherwise) must be approved by the Executive Committee before it is incurred or, if the expenditure is required to be incurred prior to the next scheduled meeting of the Executive Committee, by the Chair of the Society and the Treasurer.

34. Notices – general

(1) Any notice required by this constitution to be given must be:

(a) in writing; or

(b) given using electronic communication.

(2) The Society may give any notice to a member of the Society:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her postal address; or

(c) by leaving it at the postal address of the member; or

(d) if the member has provided to the Society such an address, by giving it using electronic communication to that address.

(3) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice given under paragraph (2)(b) of this Rule 34 shall be deemed to be given (in the case of an address in the United Kingdom) 48 hours or (in case the an address elsewhere) 10 days after

the envelope containing it was posted. A notice given under paragraph (1)(b) of this Rule 34 shall be deemed to be given 48 hours after it was sent. All other notices shall be deemed to be given when actually received at the Society's or member's address (as applicable).

(2) A member present in person at any general meeting of the Society shall be deemed to have received notice of the general meeting and of the purposes for which it was called.

35. Bye-laws

(1) The Trustees may from time to time make bye-laws for the conduct of their business and amend such bye-laws.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission to membership of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the fees, subscriptions and other charges or payments to be made by members;

(b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

(c) the conditions of delegation of any of the powers of the Executive Committee to any Sub-Committee;

(d) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

(e) the procedures at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by this constitution;

(f) the keeping and authenticating of records and archives, provided that if bye-laws made under this power permit records of the Society to be kept in electronic form and require a Trustee to sign the record, the bye-laws must specify a method of recording the signature that enables it to be properly authenticated; and

(g) generally, all such matters necessary or desirable for the proper running of the Society in the Trustees' opinion.

(3) The Trustees must bring any new or amended bye-law to the notice of members of the Society.

(4) The bye-laws shall be binding on all members of the Society. No bye-law shall be inconsistent with any provision of this constitution.

36. Disputes

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

37. Interpretation

In this constitution:

(a) "connected person" in respect of a Trustee means:

- (i) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (ii) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
- (iii) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above;
- (iv) an institution which is controlled:
 - (A) by the Trustee or any connected person falling within paragraphs (i), (ii) or (iii) above; or
 - (B) by two or more persons falling within sub-paragraph (A) above when taken together;
- (v) a body corporate in which:
 - (A) the charity trustee or any connected person falling within paragraphs (i), (ii) or (iii) has a substantial interest; or
 - (B) two or more persons falling within sub-paragraph (A) above who, when taken together, have a substantial interest.

Sections 350 to 352 to the Charities Act 2011 apply for the purposes of interpreting the terms used in paragraph (a) of this Rule 37.

- (b) "Commission" means the Charity Commission of England and Wales;
- (c) "Officers" means those Trustees referred to in Rule 18(6)(a) - (f);
- (d) the singular includes the plural, and vice versa; and
- (e) references to statutes, regulations or guidelines (or the provisions thereof) are to those statutes, regulations or guidelines (or the provisions thereof) as re-enacted, replaced or amended from time to time.